



# SALCON BERHAD

(Company No: 593796-T)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Ninth Annual General Meeting of the Company will be held at Classics Ballroom 2, Level 3, Holiday Villa Hotel & Suites Subang, 9 Jalan SS12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 20 June 2012 at 10.30 a.m. for the following purposes:-

### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2011 together with the Reports of the Directors and Auditors thereon. **(SEE NOTE 2)**
2. To approve the payment of the first and final single tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2011. (Resolution 1)
3. To approve payment of Directors' fees for the financial year ended 31 December 2011. (Resolution 2)
4. To re-elect Tan Sri Dato' Tee Tiam Lee who retires pursuant to Article 96 of the Company's Articles of Association. (Resolution 3)
5. To re-appoint the following Directors who retire pursuant to Section 129(6) of the Companies Act, 1965, to hold office until the next Annual General Meeting. **(SEE NOTE 3)**
  - a) Dato' Seri (Dr.) Goh Eng Toon (Resolution 4)
  - b) Dato' Dr. Freezailah Bin Che Yeom (Resolution 5)
6. To re-appoint Messrs KPMG as Auditors of the Company and authorise the Directors to fix their remuneration. (Resolution 6)

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:

7. **Ordinary Resolution** **(SEE NOTE 4)**  
**Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965**  
"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten (10) per centum of the issued and paid-up share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 7)
8. **Special Resolution** **(SEE NOTE 5)**  
**Proposed Amendments to the Articles of Association of the Company**  
"THAT the amendments to the Articles of Association of the Company as set out in the Appendix 1 ("Proposed Amendments") on pages 158 to 159 of the 2011 Annual Report be and are hereby approved and adopted. (Resolution 8)  
THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by the relevant authorities."
9. To transact any other business of which due notice have been given.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS HEREBY GIVEN** that subject to the approval of the shareholders at the Ninth Annual General Meeting to be held on 20 June 2012, a first and final single tier dividend of 1.5 sen per ordinary share of RM0.50 each in respect of the financial year ended 31 December 2011 will be paid on 20 July 2012.

The entitlement date for the dividend is 29 June 2012.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 29 June 2012 in respect of transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

### BY ORDER OF THE BOARD

**Ng Yen Hoong (LS 008016)**  
**Lim Poh Yen (MAICSA 7009475)**  
Company Secretaries

Kuala Lumpur  
Date: 29 May 2012

### Notes:-

1. **APPOINTMENT OF PROXY**
  - (a) A member entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote at the meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. A proxy need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply.
  - (b) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
  - (c) Where a member of the Company is an authorised nominee, it may appoint at least one(1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
  - (d) For an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
  - (e) The instrument appointing a proxy must be deposited at the Registered Office at 15th Floor, Menara Summit, Persiaran Kewajipan, USJ 1, 47600 UEP Subang Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for the meeting or any adjournment thereof.
  - (f) Only members whose names appear in the Record of Depositors as at 13 June 2012 will be entitled to attend and vote at the meeting or appoint proxy(ies) to attend and/or vote on their behalf.
2. **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2011**  
The Audited Financial Statements in Agenda 1 is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.
3. **RE-APPOINTMENT OF DIRECTORS PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965**  
The Resolution 4 and Resolutions 5, if passed, will authorise the continuity in office of the Directors (who are over the age of 70 years) until the next Annual General Meeting.
4. **AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**  
The proposed Resolution 7 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). As at this Notice, the Company has placed out 47,430,780 new Ordinary Shares at an issue price of RM0.50 each, which raised a total of RM23,715,390 and which shares were all listed on the Main Market of Bursa Malaysia Securities Berhad on 20 March 2012 ("Private Placement"). Details and status of the utilisation of proceeds from the Private Placement are set out in the "Other Information Required by the Bursa Malaysia Securities Berhad Main Market Listing Requirements" in page 44 of the 2011 Annual Report.  
The proposed Resolution 7, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.
5. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**  
The proposed Resolution 8, if passed, will approve the amendments to the Articles of Association of the Company. The Proposed Amendments will bring the Articles of Association of the Company to be in line with the amendments to Bursa Malaysia Securities Berhad Main Market Listing Requirements.  
Please refer to Appendix 1 on pages 158 to 159 of the 2011 Annual Report for full details of the Proposed Amendments.